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**Bay Area Sewage Services Agency
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BAY AREA SEWAGE SERVICES AGENCY

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BAY AREA SEWAGE SERVICES AGENCY
BOARD OF TRUSTEES
RESOLUTION NO. 73 - T-8

Adopting Initial By-Laws of the Agency

WHEREAS, the enabling legislation of the Bay Area Sewage Services Agency requires the adoption of By-Laws establishing the location of principal meeting place, the fixing of dates and times of regular meetings, and the establishment of a subsidiary meeting place in each county of the Agency (Water Code Section 16351); and

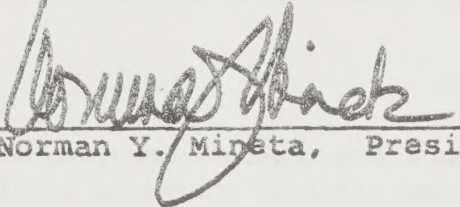
WHEREAS, it is the desire of the Trustees to expand these required By-Laws at this time so as to include By-Laws for the conduct of business, duties of Agency Board officers, committees, Agency officers and employees, allowable expenses, audit, and By-Law amendments,

NOW, THEREFORE, BE IT RESOLVED:

That this Board of Trustees adopts, effective March 1, 1973, By-Laws relating to meetings and conduct of business, duties of Agency Board officers, Agency committees, Agency officers and employees, allowable expenses, audit, and By-Law amendments, a copy of these By-Laws being attached to this resolution and incorporated herein by reference.

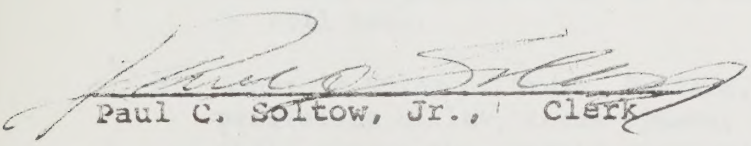
Dated: February 21, 1973

BOARD OF TRUSTEES
BAY AREA SEWAGE SERVICES AGENCY



Norman Y. Mineta, President

Attest:



Paul C. Soltow, Jr., Clerk

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BYLAWS

BAY AREA SEWAGE SERVICES AGENCY

ARTICLE 1. MEETINGS AND CONDUCT OF BUSINESS

- A. Regular Meetings of the Bay Area Sewage Services Agency Board shall be held on the first and third Wednesdays of each month, beginning at the hour of 7:30 PM; provided, however, that when the day or the day preceding the day fixed for any regular meeting of the Agency falls upon a legal holiday, the Agency Board shall at the preceding regular meeting determine the date and time of the next regular meeting. Legal holidays are those designated in the Agency's Personnel Rules and none other.
- B. Special Meetings. The President of the Agency Board shall call special meetings of the Board whenever, in his opinion, the business of the Agency may require it or at the express written request of any five (5) members of the Board. Whenever a special meeting shall be called, notice shall be given to each member of the Board at least twenty-four (24) hours in advance, stating the date and hour of the meeting and the purpose for which such meeting is called. No business shall be transacted thereat except such as is stated in the notice.
- C. Meeting Place. All regular and special meetings of the Agency Board shall be held at the offices of the Agency located in the Claremont Hotel, Berkeley, Alameda County, California, unless at a previous regular meeting some other place was designated. Subsidiary meeting places for each county of the Agency's region, except Alameda County, are designated as the Board of Supervisors chambers of each county, unless otherwise ordered by the Agency Board.
- D. Open Meetings. All meetings of the Agency Board, with the exception of personnel sessions and discussion of pending litigation, shall be open meetings properly announced in accordance with the provisions of the Ralph M. Brown Act, Chapter 9, Part 1, Division 2, Title 5 of the California Government Code.
- E. Quorum and Voting.
1. A majority of the Trustees shall constitute a quorum and a majority vote of all Board members present shall be necessary to carry any matter.
 2. Each Trustee shall have one vote on the Agency Board. The usual method of taking a vote is by voice; provided, however, that the President may, and when requested to do so by three (3) Board members, shall take a vote by roll call.
 3. Robert's Rules of Order, Revised, except where inconsistent with express provisions of law, these ByLaws, or other resolutions of the Agency Board shall govern the conduct of meetings of the Bay Area Sewage Services Agency Board and its established committees.
- F. In the event a vacancy occurs in the office of Trustee or Alternate, the Agency Clerk shall notify the Clerk of the Board of Supervisors of the County where the vacancy has occurred, and shall advise the Clerk that the vacancy is to be filled in accordance with the provisions of California Water Code Section 16338. (Added December 19, 1973 by Resolution No. 73-67.)

ARTICLE 2: AGENCY BOARD OFFICERS - DUTIES

- A. General. The officers of the Agency shall be a President, a First Vice-President and a Second Vice-President.
- B. President. The term of office of the President shall be two (2) years. The President shall preside at all meetings of the Agency Board and Executive Committee. He shall state each question, shall announce the decision and shall decide all questions of order subject to an appeal to the Agency Board. The President shall be an ex-officio voting member of all standing committees of the Agency. He shall sign all ordinances and resolutions adopted by the Agency Board and Executive Committee and shall execute contract documents as approved by the Bay Area Sewage Services Agency in excess of \$4,000.00.
- C. First Vice-President. The term of office of the First Vice-President shall be two (2) years. The First Vice-President shall act in the absence of the President and shall assume all duties of the President. (Amended December 19, 1973 by Resolution No. 73-68.)
- D. Second Vice-President. The term of office of the Second Vice-President shall be two (2) years. The Second Vice-President shall act in the absence of the President and First Vice-President and shall assume all duties of the President. In the absence of the President, the First Vice-President and the Second Vice-President, the Agency Board shall select one of their members to act as President Pro Tem. (Added December 19, 1973 by Resolution No. 73-68.)
- E. Agency Board Controller. The Agency Board shall appoint one of the members of its Finance Committee as the Agency Board Controller. The Agency Board Controller shall review and check expenditures of the Agency and shall render monthly reports to the Agency Board. The term of office of Agency Board Controller shall be two (2) years. (Added January 22, 1975 by Resolution No. 75-2.)
- F. Terms of Office. The President shall serve until the second regular meeting of the Agency Board in July, 1974. Further, the succeeding President, First Vice-President and Second Vice-President shall be elected for two-year terms at the second meeting of the Agency Board in July, 1974 and every two years thereafter. (Added December 19, 1973 by Resolution No. 73-68.)
- G. Nomination and Election of Agency Board Officers. Nominations for Agency Board officers shall be made from the floor at the first meeting of the Agency Board beginning in July, 1974, and every two years thereafter. Nominations shall require a seconding motion. Election of Agency Board Officers, if more than one nominee, shall be by secret ballot at the second meeting of the Agency Board in July, 1974, and every two years thereafter. Ballots shall be in the form and substance as prescribed by the office of the Agency Clerk. Each office shall be voted separately. Vote tally shall be announced by the President. In the event that a nominee does not receive at least fifty percent (50%) plus one of the votes cast, a runoff election shall be conducted in the same manner as prescribed above between the two nominees receiving the largest number of votes. (Added March 5, 1974 by Resolution No. 74-5.)
- H. Vacancies During Term of Office. In the event that an Agency Board office of President, First Vice-President or Second Vice-President is vacated during a regular term of office, the vacancy shall be filled by special election for the balance of the unexpired term of office by nomination and election procedures as outlined in Article 2., Section F. of these ByLaws. Nominations for special elections shall be made on the same meeting prior to the meeting date established by the Agency Board for special election to fill such vacancies. (Added March 5, 1974 by Resolution No. 74-5.)

ARTICLE 3. COMMITTEES

I. Statutorily Created Committees

A. Executive Committee

1. The Executive Committee shall consist of five members, the President and the Vice-President of the Agency and three other Trustees nominated by the President and appointed by a majority vote of all Agency Board members.
2. The President shall serve on the Executive Committee during his term of office. The other members of this Committee shall be appointed for two (2) years.
3. Three members of the Committee shall constitute a quorum for the transaction of business. A majority vote of those present shall carry any matter before the Committee. Alternates of Trustees appointed to the Executive Committee shall not serve on the Executive Committee when the regular Trustee is absent.
4. The Agency Board may authorize the Executive Committee to exercise any powers possessed by the Agency Board in cases of emergency occurring between Agency Board meetings. Any resolution, order or ordinance adopted or action taken by the Executive Committee must be ratified and may be amended or repealed by a majority vote of all Board members.

B. Technical Advisory Committee

1. A Technical Advisory Committee shall be appointed by a majority vote of all Agency Board members. This Committee shall consist of nineteen (19) members appointed as provided in California Water Code Section 16501, to-wit:
 - (a) One representative from each county who shall be a person professionally engaged in the field of water quality control.
 - (b) One representative from the San Francisco Bay Regional Water Quality Control Board.
 - (c) One representative from the Water Quality Office of the Federal Environmental Protection Agency.
 - (d) Two representatives of bay area industry.
 - (e) One professional engineer registered in California with experience in the water quality control field.
 - (f) Three scientists in the field of marine biology or oceanography.
 - (g) One representative from the areawide agency designated by the federal or state government to perform metropolitan or regional planning.
 - (h) One representative from the Bay Conservation and Development Commission.

2. The term of office of each Committee member shall be two (2) years. Committee members may be reappointed by a majority vote of all Agency Board members, and there is no limitation on the number of reappointments.
3. Any Committee member who fails to attend three (3) consecutive regular meetings of the Committee, unless excused for cause by the Chairman, forfeits membership on the Committee. In the event this occurs, the Chairman shall advise the Agency Board and a new appointment shall be made.
4. A majority of the members of the Committee shall constitute a quorum for the transaction of business, and a majority vote of those present shall carry any matter before the Committee.
5. The Technical Advisory Committee shall review and make recommendations and reports to the Agency Board on any regional water quality plans to be adopted by the Agency or any amendments thereto.
6. The Agency Board may furnish administrative assistance to the Technical Advisory Committee as provided under Water Code Section 16502.
7. Members of the Technical Advisory Committee shall be reimbursed for their expenses if they do not receive reimbursement from any other source.

II. Standing and Special Committees (Amended March 5, 1975 by Resolution No. 75-6)

A. General Provisions

1. Standing committees of the Agency Board are: Planning, Finance, Operations and Personnel, and Rules and Legislation. Additional standing committees may be established by a majority vote of all Agency Board members.
2. Members of the standing committees shall be appointed by the President from the Trustees of the Agency and he shall also designate the Chairman of each committee. In making these appointments the President shall give consideration to equitable representation from all areas of the Agency.
3. Members of all standing committees shall be appointed for two (2) years.
4. A majority of the members of each standing committee shall constitute a quorum for the transaction of business. The chairman may appoint a Trustee who is not a member of the committee as a member pro tem for the purpose of obtaining a quorum. A majority vote of those present shall carry any matter before the standing committee.
5. Any committee member (or his alternate) of a standing committee who fails to attend three (3) consecutive regular meetings of the committee, unless excused for cause by the Chairman, forfeits his membership on the committee.
6. Matters placed before the regular Agency Board meeting shall be disposed of or assigned to committee by the President in his discretion, subject to a change of disposition ordered by vote of a majority of Board members in attendance.

B. Planning Committee

The Committee is responsible for all matters relating to regional water quality management planning, subregional water quality planning, local agency water quality planning, implementation of the Regional Plan, liaison with other federal, state, regional and local agencies and all other matters pertaining to regional planning which affect water quality of the Region.

C. Operations and Personnel Committee

The Committee is responsible for all matters pertaining to the general operation of the Agency, including lease of office space requirements and approval of purchase, lease or rental of new equipment, and all matters relating to civil service and personnel, including conditions of employment, hours of work, job descriptions, salaries and fringe benefits, employment policies and hearing of employee grievances.

D. Finance Committee

The Committee is responsible for all matters affecting substantially the finances, revenues, expenditures and budget of the Agency and its various departments.

E. Rules and Legislation Committee

The Committee is responsible for preparation and amendment of the ByLaws, all matters relating to the organizational structure and functions of the Agency Board and all legislative matters affecting the Agency.

III. Committee Meetings and Conduct of Business

A. Committee Work and Action Procedures. Committees may develop own investigations and studies relevant to their functions and responsibilities under these ByLaws. In addition, committees shall act on items of work or study referred by action of the Agency Board. The committee actions shall be noted as follows on Agency Board agendas and subsequent correspondence:

1. "Do pass"--Committee favors Agency Board action or adoption in form and substance as submitted.
2. "Do not pass"--Committee opposes Agency Board action or adoption in form or substance as submitted to committee.
3. "Do pass with amendment"--Committee favors Agency Board approval or adoption with recommended amended wording.
4. "No recommendation"--Committee neither favors nor opposes Agency Board action or adoption.

B. Matters Which Have Been Tabled. Thirty days from the date of referral from the Agency Board, in the absence of report on action by committee, the item shall be placed on the agenda of the next Board of Trustees meeting.

- C. Regular Meetings. Committees shall meet at regularly scheduled times and places for the conduct of business. Time and place of committee meetings shall be determined by a majority vote of committee members. Regularly scheduled committee meetings can be cancelled or rescheduled only by a majority vote of committee members. A vote to cancel or reschedule may be conducted by telephone by the committee chairman or designated representative.
- D. Special Meetings. Special committee meetings may be called from time to time by the committee chairman or by a majority of committee members.
- E. Notice of Committee Meetings.
1. A calendar of regularly scheduled committee meetings shall be maintained at the office of the General Manager and shall be available for dissemination upon request.
 2. The Technical Advisory Committee is an advisory committee to the Agency Board within the meaning of California Government Code, Section 54952.3 (Ralph M. Brown Act). Meetings of this committee shall be open and public and notice thereof must be delivered personally or by mail at least twenty-four (24) hours before the time of such meeting to each person who has requested in writing notice of such meeting. Except that as provided under California Government Code, Section 54952.3, when the Technical Advisory Committee has established the time and place for holding its regular meeting pursuant to these ByLaws, no other notice of such regular meetings is required.
 3. The Executive Committee may be authorized by the Agency Board to exercise any powers possessed by the Agency Board in cases of emergency occurring between Agency Board meetings. (California Water Code, Section 16343; Agency ByLaws, Article 3 - I - A - 4). Any such meeting of the Executive Committee at which it shall be exercising powers possessed by the Agency Board shall be open and public and notice thereof must be delivered personally or by mail at least twenty-four (24) hours before the time of such meeting to each person who has requested in writing notice of such meeting.
- F. Special Committees.

Special committees of the Board may be established from time to time by majority vote of all Agency Board members. Membership and procedures for Special Committees shall follow the requirements of subsections 2, 4, 5 and 6 of Section A., General Provisions. Term of members of a Special Committee shall be determined for each committee when it is established and shall be based upon the assignment of the committee. (Added March 5, 1975 by Resolution No. 75-6.)

Section III, A and B added July 18, 1973 by Resolution No. 73-35.)
Section III, C, D and E added August 15, 1973 by Resolution No. 73-44.)

ARTICLE 4. AGENCY OFFICERS AND EMPLOYEES

- A. General Manager. The Agency Board shall appoint, fix the salary of, or remove an Agency General Manager, who shall be authorized to take full charge and control of the administration of the Agency, act as its chief planning officer and as the technical advisor to the Agency Board.
- B. Agency Officers. Agency officers are: a General Manager, a Finance Director, a Clerk, a Treasurer, an Attorney, and such officers as the Agency Board may authorize. Officers shall be appointed by the General Manager with approval of the Agency Board. Agency officers may be consolidated in one person. Officers hold office at the pleasure of the Agency Board. Each appointive officer shall, at the expense of the Agency, post such bond as may be required. (Amended January 22, 1975 by Resolution No. 75-2.)
- C. Agency Employees. All other Agency employees shall be appointed and may be removed by the General Manager, subject to a civil service ordinance. The Agency Board shall establish rules to effect a civil service system which shall be printed for distribution together with any changes made therein.

ARTICLE 5. ALLOWABLE EXPENSES - TRUSTEES

- A. Compensation. Trustees and their alternates shall be compensated as provided in California Water Code Section 16342.
- B. Personal Expenses. Trustees shall be reimbursed for actual and necessary personal expenses.
- C. Travel Expenses. Trustees shall be reimbursed for mileage necessarily incurred within the Bay Area at a rate comparable with rate allowed by Federal and State agencies. Mileage shall be allowed to Trustees for meetings of the Agency Board, for meetings of committees, and for performance of Agency duties. Travel expenses outside the Bay Area, when specifically authorized by the Agency, shall include reasonable incurred expenses and actual transportation.

ARTICLE 6. AUDIT

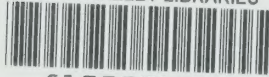
Audit of the accounts of the Agency shall be provided by an independent accounting firm as authorized by the Agency Board.

ARTICLE 7. BYLAW AMENDMENTS

New ByLaws may be adopted or these ByLaws amended or repealed at a regular meeting of the Agency Board by a majority vote of all Agency Board members, provided that notice of such adoption, amendment, or repeal has been given at the preceding regular meeting and a copy of the proposed new ByLaw, proposed amendment or amendments to ByLaw, or proposed repeal of ByLaws has been mailed to each Trustee at least fourteen (14) days before any such new ByLaw, amendments or repeal of existing ByLaws may be voted upon.

No new ByLaw or amendment or repeal of an existing Bylaw shall be effective if it is in contravention of the provisions of Division 9 of the California Water Code.

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